

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

IN RE: AFTERMARKET FILTERS)
ANTITRUST LITIGATION)

Master File No. 1:08-cv-4883

MDL No. 1957

THIS DOCUMENT RELATES TO:)
ALL ACTIONS)
_____)

Judge Robert W. Gettleman

STIPULATION REGARDING AMENDMENT OF PROTECTIVE ORDER

WHEREAS on September 23, 2008, the Court entered a Protective Order (the “Protective Order”) in this action, pursuant to Fed. R. Civ. P. 26(c) and the Court’s Revised Standing Order;

WHEREAS on April 16, 2009, plaintiff State of Florida, Office of the Attorney General, Department of Legal Affairs (the “State of Florida”) filed a complaint captioned *State of Florida v. Champion Labs, Inc. et al.*, No. 1:09-cv-2321 containing allegations substantially similar to those asserted in the multidistrict litigation pending before the Court as MDL No. 1957, Master File No. 1:08-cv-4883 (the “MDL”);

WHEREAS on May 11, 2009, the Court granted the State of Florida’s request to have *State of Florida v. Champion Labs, Inc. et al.*, No. 1:09-cv-2321 consolidated with the MDL;

THE PLAINTIFFS AND DEFENDANTS, BY AND THROUGH THEIR RESPECTIVE COUNSEL OF RECORD, HEREBY STIPULATE AS FOLLOWS:

1. The parties respectfully submit the attached First Amended Stipulated Protective Order that provides additional protection for confidential business and trade secret information consistent with the public’s right of access to the Court’s records and processes by including in

its provisions and classifying as highly confidential material or information produced to the State of Florida pursuant to Civil Investigative Demand under Chapter 542, Florida Statutes;

2. The First Amended Stipulated Protective Order shall bind all counsel of record in this action.

IT IS SO STIPULATED

Dated: February 10, 2010

Respectfully submitted,

/s/ Margaret M. Zwisler
Margaret M. Zwisler
LATHAM & WATKINS LLP
555 Eleventh Street, NW
Suite 1000
Washington DC 20004-1304
Telephone: (202) 637-1092
Facsimile: (202) 637-2201

/s/ Peter J. Kadzik
Peter J. Kadzik
DICKSTEIN SHAPIRO LLP
1825 Eye Street, NW
Washington, DC 20006
Telephone: (202) 420-2200
Facsimile: (202) 420-2201

Counsel for Champion Laboratories, Inc.

*Counsel for ArvinMeritor, Inc., Purolator
Products NA, LLC, and Purolator Products
Company, LLC.*

/s/ James T. McKeown
James T. McKeown
FOLEY & LARDNER LLP
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202
Telephone: (414) 297-5530
Facsimile: (414) 297-4900

/s/ Michael A. Paskin
Michael A. Paskin
CRAVATH, SWAINE & MOORE LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019-7475
Telephone: (212) 474-1000
Facsimile: (212) 474-3700

Counsel for Donaldson Company, Inc.

Counsel for Cummins Filtration Inc.

/s/ Darrell Prescott
Darrell Prescott
BAKER & MCKENZIE LLP
1114 Avenue of the Americas
New York, New York 10036
Telephone: (212) 626-4100
Facsimile: (212) 310-1600

/s/ John DeQ. Briggs
John DeQ. Briggs
AXINN VELTROP HARKRIDER
1330 Connecticut Avenue, N.W.
Washington, DC 20036
Telephone: (202) 721-5400
Facsimile: (202) 912-4701

Counsel for Baldwin Filters Inc.

*Counsel for Wix Filtration Corp LLC and Affinia
Group, Inc.*

/s/ Richard G. Parker
Richard G. Parker
O'MELVENY & MYERS LLP
1625 Eye Street, NW
Washington, DC 20006-4001
Telephone: (202) 383-5300
Facsimile: (202) 383-5414

Edward Hassi
Gerald A. Stein
O'MELVENY & MYERS LLP
7 Times Square
New York, NY 10036
Telephone: (212) 326-2000
Facsimile: (212) 326-2061

Counsel for Honeywell International Inc.

/s/ Roberta D. Liebenberg
Roberta D. Liebenberg
FINE, KAPLAN and BLACK, R.P.C.
1835 Market Street, 28th Floor
Philadelphia, PA 19103
Telephone: (215) 567-6565
Facsimile: (215) 568-5872

/s/ Bernard Persky
Bernard Persky
LABATON SUCHAROW LLP
140 Broadway
New York, NY 10005
Telephone: (212) 907-0700
Facsimile: (212) 818-0477

/s/ Michael J. Freed
Michael J. Freed
FREED KANNER LONDON & MILLEN LLC
2201 Waukegan Road, Suite 130
Bannockburn, IL 60015
Telephone: (224) 632-4500
Facsimile: (224) 632-4519

/s/ Marc M. Selzer
Marc M. Selzer
SUSMAN GODFREY LLP
1901 Avenue of the Stars, Suite 950
Los Angeles, CA 90067-6029
Telephone: (310) 789-3100
Facsimile: (310) 789-3005

Interim Co-Lead Counsel for Direct Purchaser Plaintiffs and the Class

/s/ Renae D. Steiner
Renae D. Steiner
HEINS MILLS & OLSON, PLC
310 Clifton Avenue
Minneapolis, MN 55403
Telephone: (612) 338-4605
Email: Rsteiner@heinsmills.com

/s/ Richard M. Hagstrom
Richard M. Hagstrom
ZELLE, HOFMANN, VOELBEL,
MASON & GETTE LLP
500 Washington Avenue South, Suite 400
Telephone: (612) 339-2020
Email: Rhagstrom@zelle.com

/s/ Mario N. Alioto

Mario N. Alioto
TRUMP, ALIOTO, TRUMP
& PRESCOTT, LLP
2280 Union Street
San Francisco, CA 94123
Telephone: (415) 563-7200
Email: Malioto@tatp.com

/s/ Christopher Lovell

Christopher Lovell
LOVELL STEWART HALEBIAN, LLP
61 Broadway, Suite 501
New York, NY 10006
Telephone: (212) 608-1900
Email: Clovell@lshllp.com

Interim Co-Lead Counsel for Indirect End-User Purchaser Plaintiffs and the Class

/s/ Gary D. McCallister

Gary D. McCallister
Gary D. McCallister & Associates, LLC
120 North LaSalle Street, Suite 2800
Chicago, Illinois 60602
Telephone: (312) 345-0611
Email: gdm@gdmlawfirm.com

Counsel for Plaintiffs Loodvik Peerali and Oyster, Incorporated

/s/ Christopher R. Hunt

PATRICIA A. CONNERS
Associate Deputy Attorney General
R. SCOTT PALMER
Special Counsel for Antitrust
LIZABETH A. BRADY
Chief, Multistate Antitrust Enforcement
CHRISTOPHER R. HUNT
Assistant Attorney General
Office of the Attorney General
PL-01, The Capitol
Tallahassee, Florida 32399-1050
Telephone: (850) 414-3300
Facsimile: (850) 488-9134

*Counsel for Plaintiff State of Florida,
Office of the Attorney General, Department of Legal Affairs*